

EDGE CASE NUMBER(S):  
20111202R

**SECOND AMENDMENT TO  
2016 PERSONAL PROPERTY LEASE AGREEMENT**

This SECOND AMENDMENT ("Amendment") is made and entered into effective as of this 31st day of December, 2018, by and between the ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE, a public not-for-profit corporation of the State of Tennessee, with an office in Memphis, Tennessee ("Lessor") and VALERO REFINING COMPANY-TENNESSEE, L.L.C., a Delaware limited liability company ("Lessee").

RECITAL

The Lessor and Lessee are parties to that certain Personal Property Lease Agreement made and entered into as of December 31, 2016 (the "Lease").

Lessee executed that certain 2016 Bill of Sale (the "2016 Bill of Sale") dated as of December 31, 2016, pursuant to which Lessee conveyed to Lessor certain personal property in accordance with the terms of the Lease (the "2016 Property"), which 2016 Property is more described in the 2016 Bill of Sale.

Lessee executed that certain 2017 Bill of Sale (the "2017 Bill of Sale") dated as of December 31, 2017, pursuant to which Lessee conveyed to Lessor certain personal property in accordance with the terms of the Lease (the "2017 Property"), which 2017 Property is more described in the 2017 Bill of Sale.

Lessor and Lessee amended the Lease as of December 31, 2017 in order to include the 2017 Property as part of the property leased to Lessee pursuant to the Lease.

Lessor and Lessee desire to amend the Lease as of December 31, 2018 to add the personal property described in Exhibit "A" attached hereto and made a part hereof, subject to the permitted encumbrances described in Exhibit "B".

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are being acknowledged, Lessor and Lessee agree that the Lease shall be amended by adding the personal property described in Exhibit "A" attached hereto and made a part hereof to the definition of Personal Property defined in the Lease.

As amended hereby, the Lessor and Lessee ratify and confirm the Lease.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

[SIGNATURE PAGES FOLLOW]

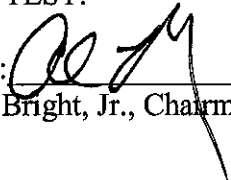
[Signature page to Second Amendment to 2016 Personal Property Lease Agreement]

**LESSOR:**

ECONOMIC DEVELOPMENT GROWTH  
ENGINE INDUSTRIAL DEVELOPMENT  
BOARD OF THE CITY OF MEMPHIS AND  
COUNTY SHELBY, TENNESSEE

By:  \_\_\_\_\_  
Reid Dulberger, President

**ATTEST:**

By:  \_\_\_\_\_  
Al Bright, Jr., Chairman

**LESSEE:**

VALERO REFINING COMPANY-TENNESSEE,  
L.L.C.

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Signature page to Second Amendment to 2016 Personal Property Lease Agreement]

**LESSOR:**

ECONOMIC DEVELOPMENT GROWTH  
ENGINE INDUSTRIAL DEVELOPMENT  
BOARD OF THE CITY OF MEMPHIS AND  
COUNTY SHELBY, TENNESSEE

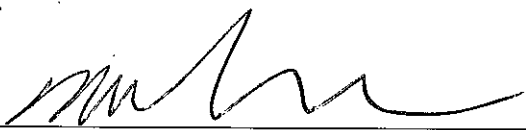
By: \_\_\_\_\_  
Reid Dulberger, President

**ATTEST:**

By: \_\_\_\_\_  
Al Bright, Jr., Chairman

**LESSEE:**

VALERO REFINING COMPANY-TENNESSEE,  
L.L.C.

By:  \_\_\_\_\_

Print Name: Martin Loeber

Title: SVP Ad Valorem Tax

**EXHIBIT "A"**

PERSONAL PROPERTY

Memphis Refinery  
 PILOT Lease Program - Capital Expenditures  
 For Fiscal Year: 2018

Project Def.	Description	PILOT Group #	Pilot Grp Desc	GrandTotal: TOT
MM14-5531	Replace PTU with Dewatering Boxes	5	Manufacturing Equipment	294,402.93
MM16-0124	APACS Migration - WCU	5	Manufacturing Equipment	4,432,975.67
MM16-0208	LPG Flare Header and Seal Pot Piping	5	Manufacturing Equipment	1,829,613.81
5 Total				6,556,992.41
Grand Total:				6,556,992.41

**EXHIBIT "B"**

PERMITTED ENCUMBRANCES

NONE